

Control Print (India) Limited

.....that imprints trust !



Board of Directors

Mr. Basant S. Kabra	<i>Chairman & Managing Director</i>
Mr. R. S. Agrawal	
Mr. Ashok Lohiya	
Mr. S. S. Jangid	
Mr. Anirudha B. Joshi	
Mr. Gaurav Himatsingka	<i>(w.e.f. 24th January, 2006)</i>
Mr. Shiva Kabra	<i>Wholetime Director (w.e.f. 1st July, 2006)</i>

MANAGEMENT TEAM

Mr. Basant S. Kabra	<i>Managing Director</i>
Mr. Shiva Kabra	<i>Wholetime Director</i>
Mr. U.S. Rath	<i>Executive Director-Operations</i>

COMPANY SECRETARY

Mr. Pulak Banerjee

AUDITORS

M/s. Dosi & Jain,
Chartered Accountants
Mumbai - 400 021

REGISTERED OFFICE

C-106, Hind Saurashtra Ind. Estate,
Andheri-Kurla Road, Marol Naka,
Mumbai - 400 059.

REGISTRAR & SHARE TRANSFER AGENT

Sharepro Services (India) Pvt. Ltd.,
Satam Estate, 3rd Floor,
Above Bank of Baroda,
Cardinal Gracious Road, Chakala,
Andheri (E), Mumbai - 400 099.

LEGAL ADVISORS

M/s. Parimal K. Shroff & Co.
Advocates Solicitors & Notary,
Mumbai - 400 023.

WORKS

3-4-5, Highway Industrial Estate,
Off. Western Express Highway,
Village Sativali, Taluka Vasai,
District Thane - 401 202 (Maharashtra)

**Control Print (India) Limited****Report Junction.com**

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Our Company

Control Print began operations in 1991 with a dream of bringing Indian Packaging at par with international benchmarks in terms of Coding & Marking. Today, no other company offers more alternatives to code packages and products. We have been bringing the world's best technologies in Coding & Marking in India long before globalization became a fashion.

Our solutions include the simplest Contact Coders, superior Hot Melt Ink Coders, specialized Metal Marking systems, sophisticated Inkjet Coders, Thermal Transfer Overprinters, Print & Apply systems, and Laser Coders along with the necessary consumables, spares, training and unparalleled pre & post sales service support.

With our best in class products, years of experience across a spectrum of industries & application, unparalleled sales & service support, and focus on customer satisfaction we are the preferred partner of choice for hundreds of Indian companies, from the largest multinationals to the smaller, niche local manufacturers.

Our Objectives

Control Print was listed on the Bombay Stock Exchange in 1993. Over the years we have demonstrated considerable progress in the areas of operational excellence, operating profits, infrastructure and net worth. We aim to continue this growth over the coming years and exceed the expectations of all our stakeholders-returns for our investors, unsurpassed satisfaction for our customers and the right working environment and opportunities for personal and professional growth for our employees.

Looking Ahead

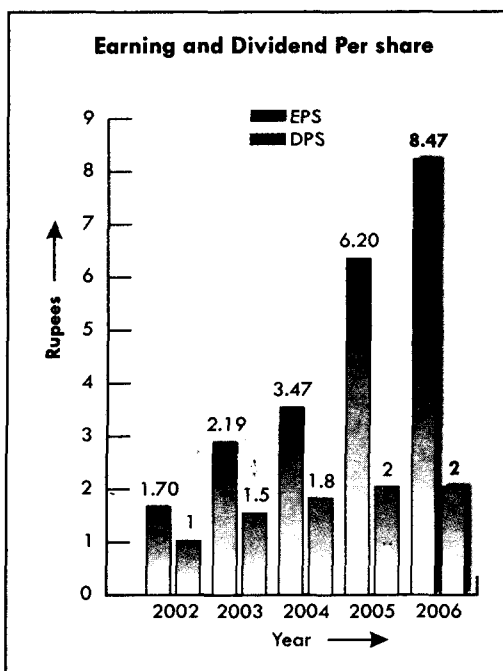
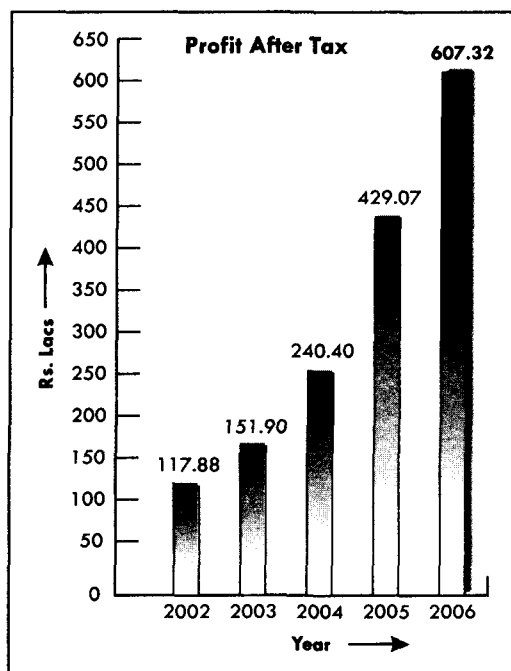
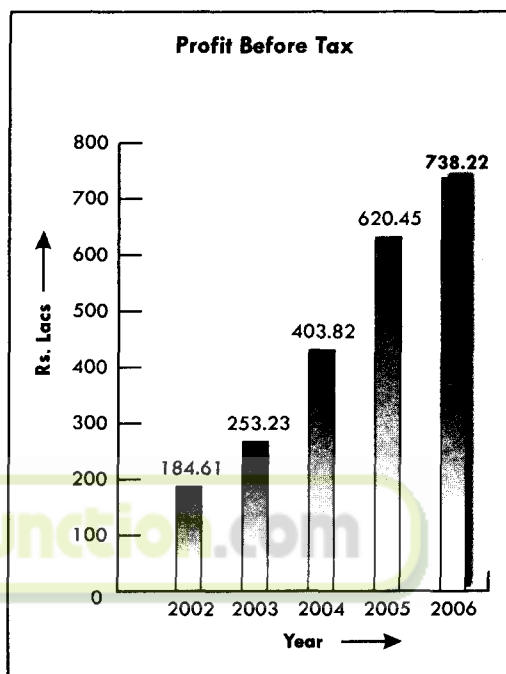
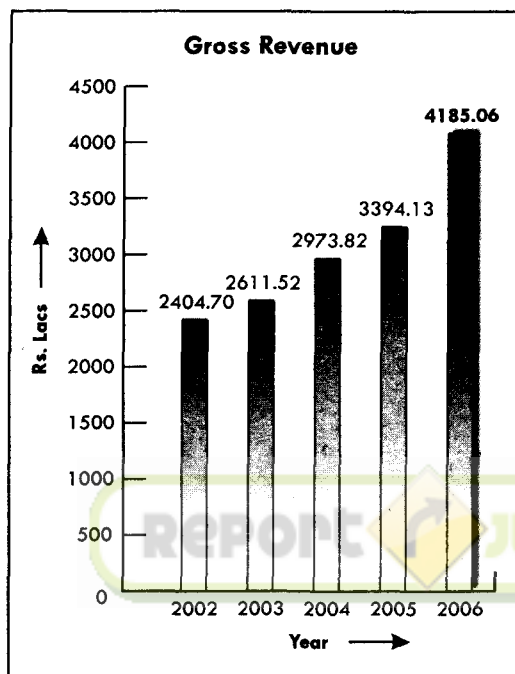
Control Print is at the right place at the right time. With continuous advancements in packaging technology and automation and a commitment from our customers to provide world class products with world class packaging to the end consumer, the Indian Coding & Marking market is poised for continued growth over the coming years. We will continue to invest and innovate in the coming years in order to maintain our position as the undisputed Indian Coding & Marking leader.

Besides the Coding & Marking market our Company is also focusing on developing digital printing systems for various markets & applications including packaging applications, speciality industrial applications, textile printing and security printing. We are in the process of setting up a manufacturing plant at Nalagarh, Himachal Pradesh for the manufacture of our full Contact Coder range and related consumables and later for advanced digital printing systems.

Control Print  (India) Limited**FINANCIAL HIGHLIGHTS***Rupees in Lakhs*

	2005-2006	2004-2005	2003-2004	2002-2003	2001-2002
Gross Revenue	4185.06	3394.13	2973.82	2611.52	2404.70
Profit Before Taxes	738.22	620.45	403.82	253.23	184.61
Profit After Taxes	607.32	429.07	240.40	151.90	117.88
Dividend	147.69	138.44	124.60	103.83	69.22
Funds Employed	3288.21	2548.34	2356.35	2353.23	2242.57
Net Worth	3186.50	2257.66	2064.54	2018.13	1970.98
Borrowings	0.00	187.98	176.95	251.78	386.60
Debt : Equity Ratio	0.00:1	0.08:1	0.08:1	0.11:1	0.16:1
Net Worth Per Equity Share (Rs 10/- each) Rs.	43.15	32.62	29.83	29.16	28.47
Earning Per Equity Share (Rs 10/- each) Rs.	8.47	6.20	3.47	2.19	1.70
Dividend Per Equity Share (Rs 10/- each) Rs.	2.00	2.00	1.80	1.50	1.00

FINANCIAL HIGHLIGHTS



Sources of Total Revenue (Rs. 4185 lacs)

Other Income
9%



Sales & Service Income
91%

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Distribution of Total Revenue (Rs. 4185 lacs)

Depreciation
Amortisation
1%

Retained
Earnings
10%

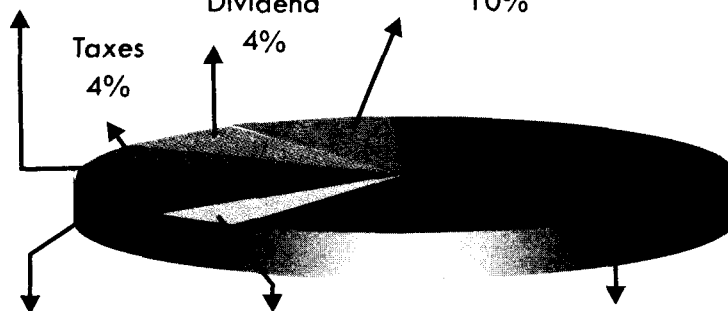
Dividend
4%

Taxes
4%

Other Expenses
16%

Staff cost
8%

Cost of goods sold
57%



NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the Members of CONTROL PRINT (INDIA) LIMITED will be held on Friday, 22nd September 2006 at Hotel Kohinoor Continental, Opp. J. B. Nagar, Andheri-Kurla Road, Mumbai - 400059 at 3.00 p.m to transact the following business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2006 and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To confirm the payment of interim dividend on Equity Shares of the Company for the year ended 31st March, 2006 and to declare final dividend for the year ended 31st March, 2006.
3. To appoint a Director in place of Mr. Ashok Lohiya, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. S. S. Jangid, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.
6. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Gaurav Himatsingka who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Article 85A of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 ('the Act') and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Act from a member proposing his candidature for the office of Director, be and he is hereby appointed as Director of the company, liable to retire by rotation.

7. To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") the Company hereby approves of and confirms the appointment of Mr. Shiva Kabra, as Wholetime Director of the Company for a period of five years with effect from 1st July, 2006 upon the terms and conditions set out in the agreement entered with him and submitted to this meeting and approves the providing of payment of remuneration to him in the following manner:

A. SALARY:

Rs.60,000/- (Rupees Sixty Thousands only) per month; with such increases as may be decided by the Board of Directors from time to time.

B. PERQUISITES:

- a. Housing: Furnished accommodation to be provided by the Company and if the Company's accommodation is not provided, the Wholetime Director shall be entitled

Control Print (India) Limited

to the House Rent Allowance subject to the ceiling of 60% of the salary. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.

- b. Medical Reimbursement: Reimbursement of medical expenses incurred including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and family.
- c. Leave Travel Concession: For self and family every year incurred in accordance with the Rules of the Company.
- d. Club Fees: Fees of clubs, subject to the maximum of three clubs.
- e. Personal Accident Insurance/Group Life Insurance: Premium shall be paid as per the Rules of the Company.
- f. Provident /Pension Fund: Contribution to Provident Fund and Pension Fund to the extent such contribution, either singly or put together are exempt under the Income Tax Act, 1961.
- g. Gratuity: Gratuity payable shall be in accordance with the provision of the Payment of Gratuity Act.
- h. Use of Car with Driver for Company's business.
- i. Telephone & Fax Facility at Residence: Telephone & Fax facility shall be provided at the Wholtime Director's residence.
- j. Leave and encashment of unavailed leave as per the rules of the Company.

C. COMMISSION:

Such remuneration by way of commission in addition to the salary, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year as may be determined by the Board of Directors of the Company at the end of each financial year subject to the overall ceilings stipulated in Sections 198 and 309 of the Companies Act, 1956.

The aggregate remuneration inclusive of salary, perquisites and commission payable to Wholtime Director shall always be subject to the overall ceiling laid down in Sections 198 and 309 and other applicable provisions of the Companies Act, 1956.

D. VALUATION OF PERQUISITES:

Perquisites / Allowances shall be valued as per Income-tax Rules, wherever applicable and in the absence of any such rules, shall be valued at actual cost.

E. MINIMUM REMUNERATION:

The remuneration as determined aforesaid from time to time shall be paid and the perquisites provided to the Wholtime Director, as minimum remuneration in the event of loss or inadequacy of profit in any financial year, be subject to such limits as may be prescribed in Section 11 of the said Part II of the said Schedule XIII to the Companies Act, 1956, from time to time.

RESOLVED FURTHER that pursuant to the above mentioned provisions of the Companies Act, 1956 and in particular to Section 198 thereof and subject, if required, the remuneration aforesaid be paid and the perquisites be provided to Mr. Shiva Kabra as minimum remuneration in the event of loss or inadequacy of profits in any year subject to such limits as may be prescribed in Section 11 of the said Part II of the said Schedule XIII to the said Act from time to time.

AND RESOLVED FURTHER that the Board of Directors be and is hereby authorised to take all such steps as may be necessary or desirable to give effect to this resolution."

8. To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956, the Memorandum of Association of the Company be and is hereby altered in the following manner:

- 1) sub-clause 55 of the Other Objects Clause III (C) of the Memorandum of Association of the Company be substituted by the following sub-clause 55:

55. To build, construct, execute, manage, undertake, carry out, run, establish, improve, develop, hold, work, control, or acquire by purchase, maintain, remodel, alter, take on lease, purchase or acquire layout, build, erect, demolish and repair under terms and conditions in India or abroad, exchange or otherwise and to sell, lease rent, alienate, dispose, make advances on the security of and deal in lands, estates, buildings, hereditaments of any tenure or description any estate or interest therein, easements, flats, garages, houses, halls, warehouses, godowns, shops, estates, cooperative housing societies, clubs, mills, tenements, factories, chawls, dwelling houses or other landed properties of any tenure or description and any estate or interest therein or rights connected therewith and to turn the same to accounts as may be expedient and in particular by laying out and preparing building sites by planting, paving, draining and cultivating land and by demolishing, constructing, reconstructing, altering, improving, decorating, furnishing, maintaining, administering, equipping the same and to do various types of construction of buildings, houses, garages, halls, flats, office premises, shops, shopping malls, residential accommodation, cinema halls, multiplexes, restaurants, hotels, serviced apartments, clubs, schools, hospitals, gardens, places of amusement, libraries, pavillions, godowns, warehouses, bridges, dams, wells, offshore platforms, canals, reservoirs, waterworks, irrigations, electric generating stations, reclamations, embankment, roads, tracks, highways, townships, tramways, workshops, tunnels, ropeways, or other landed properties and construction jobs, works and convenience of all kinds of consolidating, connecting or sub-